

Valuation analysis

Section 4

Section 4

Valuation analysis

COR-EQTY0000241

Deutsche Banc Alex. Brown



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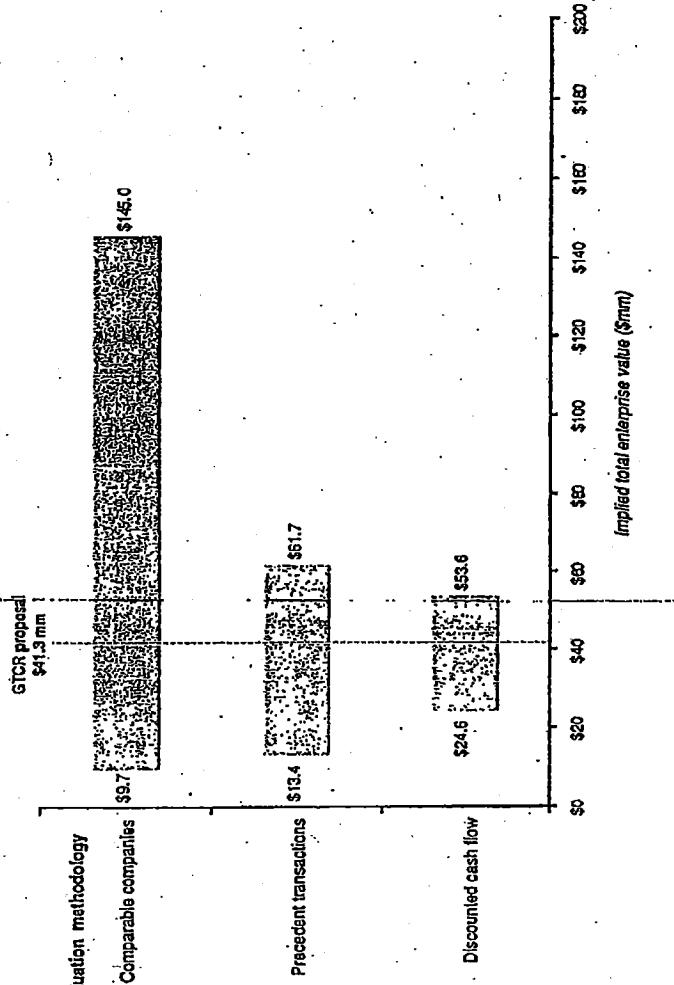
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Section 4

Preliminary valuation summary

Valuation analysis



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Valuation analysis

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Summary data for selected PBM companies

Company	Market statistics				Valuation benchmarks			
	Stock price \$/200	Equity value	Enterprise value	Revenue	Enterprise value as a multiple of LTM			
					EBITDA	EBIT	Trailing EPS	Cal. '00 EPS
Advance Paradigm, Inc.	\$18.88	\$450.9	\$651.3	0.3x	11.2x	13.8x	24.7x	18.9x
Caremark Rx, Inc.	6.00	1,205.8	2,448.4	0.7	12.2	13.6	20.9	13.6
Express Scripts, Inc.	53.81	2,129.4	2,632.6	0.6	10.6	15.0	28.1	23.1
ProVantage	12.19	221.2	210.3	0.3	8.0	11.6	16.2	16.7
Mean:				0.5x	10.5x	13.5x	22.5x	18.1x
Median:				0.4	10.9	13.7	22.8	17.6
High:				0.7	12.2	15.0	28.1	23.1
Low:				0.3	8.0	11.6	16.2	13.6

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calculated 5/14/2007 at 100% stock ownership price

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Valuation analysis

Section 4

Summary data for selected specialty distribution companies

(\$mm, except per share data)

Company	Market statistics				Valuation benchmarks					
	Stock price 6/2/00	Equity value	Enterprise value	Revenue	Enterprise value as a multiple of LTM		Equity value as a multiple of:		Cal. '01 EPS	
					EBITDA	EBIT	Trailing EPS	Cal. '00 EPS		
Accredo Health, Incorporated	\$21.75	\$328.2	\$363.3	1.2x	18.5x	23.0x	46.0x	31.1x	25.6x	
AmeriSource Health Corporation	25.25	1,297.8	1,961.4	0.2	9.9	10.9	15.6	12.9	11.0	
Bergen Brunswig Corporation	5.25	705.0	2,374.0	0.1	8.0	10.0	9.5	7.9	6.2	
Bindley Western Industries, Inc.	21.00	717.3	1,116.1	0.1	11.1	12.5	19.2	16.0	13.5	
Cardinal Health, Inc.	63.56	18,469.6	20,000.6	0.8	14.6	17.8	29.4	22.7	19.1	
Chromimed, Inc.	6.63	80.4	82.9	0.4	6.1	16.2	23.6	14.1	10.1	
Fisher Scientific International Inc.	35.75	1,584.0	2,586.5	1.0	11.7	16.3	50.0	NM	NM	
Henry Schein, Inc.	18.25	744.5	1,089.9	0.5	7.4	9.1	13.0	11.3	9.7	
McKesson HBOC, Inc.	16.88	4,754.5	5,905.7	0.2	10.2	16.8	44.9	14.0	10.3	
Owens & Minor, Inc.	10.50	344.7	650.5	0.2	7.4	9.6	15.0	11.2	9.9	
Patterson Dental Company	51.38	1,736.0	1,649.2	1.7	16.3	18.0	28.7	24.5	20.6	
Priority HealthCare Corporation	50.19	1,189.9	1,090.7	2.3	30.8	32.0	44.5	37.5	28.4	
PSS World Medical, Inc.	9.59	681.4	875.9	0.5	7.9	9.6	12.4	10.8	9.3	
Syntex International Corp.	48.88	675.3	739.1	1.4	12.5	18.7	30.7	26.3	22.2	
Mean:		0.8x	12.3x	15.7x	27.3x	18.5x		15.1x		
Median:		0.5	10.7	16.2	26.1	14.1		10.6		
High:		2.3	30.8	32.0	50.0	37.5		28.4		
Low:		0.1	6.1	9.1	9.5	7.9		6.2		

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Comparable companies valuation

	Estimated valuation range (\$000)	TEV as a multiple of:			Equity value to: 2001E net income
		LTM revenue	LTM EBITDA	2000E net income	
PBM companies	0.3x – 0.7x	8.0x – 12.0x	13.5x – 23.0x	10.0x – 18.0x	
Specialty distribution	0.1 – 1.5	6.0 – 9.0	8.0 – 30.0	7.0 – 20.0	
Relevant range	0.1x – 1.5x	6.0x – 12.0x	8.0x – 30.0x	7.0x – 20.0x	
Caddy parameter	\$96,671	\$1,669	\$2,459	\$3,517	
Implied enterprise value	\$9,667 – \$145,007	\$10,014 – \$20,028	\$19,752 – \$74,070	\$24,619 – \$70,340	

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Selected recent transactions in the PBM industry

	Equity purchase price	TEV	Revenue	EBITDA	EBIT	Income	Equity purchase price as a multiple of LTM:		
							Trailing	Forward	Book value
05/04/00	ProVantage Health Services, Inc./ Merck & Co. (Medco)	\$222	\$208	0.2x	7.9x	11.4x	20.1x	16.2x	1.6x
02/09/99	Diversified Pharmacy Services, Inc./ Express Scripts Inc.	700	700	3.3	11.7	NM	NM	NA	NM
02/24/98	Prefereed Payment Systems, Inc./W Concentra Managed Care, Inc.	267	316	7.2	17.5	19.5	25.6	NA	NM
02/20/98	ValueRX Express Scripts Inc.	445	445	0.3	11.3	21.6	53.8	NA	NA
04/15/97	Value Health, Inc./ Columbia/HCA Healthcare Corporation	1,124	1,122	0.6	6.5	8.5	15.4	12.7	1.7
Mean:		2.3x	11.0x	15.3x	28.7x	14.5x	14.5x	14.5x	1.7x
Median:		0.6	11.3	15.5	22.9	14.5	22.9	14.5	1.7
High:		7.2	17.5	21.6	53.8	16.2	53.8	16.2	1.7
Low:		0.2	6.5	8.5	15.4	12.7	12.7	12.7	1.6

Preferred Payment numbers from S-1 filed November 21, 1987. The S-10 numbers are centralized due to the acquisition of About Health, Inc. Terms presented here were renegotiated and announced 4/15/97. Premiums are presented 1/15/97 premiums are presented for periods prior to original announcement. Figures exclude non-tax non-recurrent charges of \$2.5MM and \$10.5MM in 1996.

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Valuation analysis

Section 4

Selected recent transactions in the specialty distribution industry

Date ann.	Target/acquirer	Equity purchase price	TEV as a multiple of LTM:			Equity purchase price as a multiple of:		
			TEV	Revenue	EBITDA	EBIT	Forward net income	Forward net income
04/29/98	C.D. Smith Healthcare Inc./ AmeriSource Health Corp.	\$79.9	\$171.1	0.2x	9.6x	11.1x	18.6x	11.8x
10/06/98	Alliance Corp./ Cardinal Health, Inc.	4,728.4	5,982.2	1.2	15.7	24.0	44.2	NA
05/18/98	R.P. Scherer Corp./ Cardinal Health, Inc.	2,303.2	2,436.7	3.9	18.8	22.6	33.0	32.4
12/17/97	Suburban Stony Supply Co./ Invacare, Inc.	135.0	136.4	1.4	14.1	15.8	29.4	NA
12/15/97	Gulf South Medical Supply, Inc./ Physician Status & Service, Inc.	685.5	636.3	2.5	26.0	27.5	43.2	NA
08/23/97	AmeriSource Health Corporation/ McKesson Corporation	1,738.9	2,187.3	0.3	19.3	21.4	39.0	23.8
08/25/97	Baigen Brunswig Corporation/ Cardinal Health, Inc.	2,490.7	2,877.1	0.2	13.8	17.0	30.1	24.3
08/04/97	Sullivan Dental Products, Inc./ Henry Schein, Inc.	318.8	314.3	1.2	18.7	21.8	34.9	25.2
06/05/97	Fisher Scientific International, Inc./ Thomas H. Lee Co.	1,041.0	1,339.8	0.6	8.9	12.8	23.4	17.2
02/07/97	Micro Bio-Medics, Inc./ Henry Schein, Inc.	109.4	117.0	0.7	22.7	30.9	62.7	NA
01/28/97	General Medical, Inc./ McKesson Corporation	347.0	782.9	0.4	12.7	16.1	NA	NA
	Mean:			1.2x	16.4x	20.1x	35.9x	22.4x
	Median:			0.8	15.7	21.4	34.0	24.0
	High:			3.9	26.0	30.9	62.7	32.4
	Low:			0.2	8.9	11.1	18.6	11.9
								2.6

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Valuation analysis

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Precedent transactions valuation

(\$000)	Estimated valuation range	TEV as a multiple of:			Equity value to:	
		LTIM revenue	LTIM EBITDA		Forward net income	
PBM companies	0.2x - 0.3x	8.0x - 18.0x	10.0 - 20.0	12.0x - 16.0x		
Specialty distribution	0.2 - 0.4	10.0 - 20.0	12.0 - 25.0			
Relevant range	0.2x - 0.4x	8.0x - 20.0x	10.0x - 25.0x			
Caddy parameter	\$96,671	\$1,669	\$2,469			
Implied enterprise value	\$19,334	\$33,658	\$13,353 - \$33,384	\$29,631 - \$61,732		

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Discounted cash flow valuation

Summary projections						
(\$000)	2000E	2001E	2002E	2003E	2004E	
EBITDA	\$4,558	\$6,315	\$8,900	\$11,700	\$15,200	
Less: depreciation	(550)	(550)	(550)	(550)	(550)	
EBITA	4,008	5,765	8,350	11,150	14,650	
Less: Taxes on EBITA	(1,579)	(2,248)	(3,257)	(4,349)	(5,714)	
After tax EBITA	2,470	3,517	5,094	6,802	8,937	
Plus: Depreciation	550	550	550	550	550	
Capital expenditures	(300)	(300)	(300)	(300)	(300)	
Investment in working capital	(4,978)	(6,770)	(787)	(8,103)	(9,322)	
Free cash flow	(2,259)	(3,004)	4,556	(1,051)	(135)	

Total enterprise value⁽¹⁾

LTM EBITDA exit multiple		
Discount rate	8.0x	9.0x
25.0%	42,457	48,025
30.0	35,237	39,905
35.0	29,399	33,337
40.0	24,641	27,985

(1) Discounted to June 30, 2000.

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P.03/04

Deutsche Banc Alex. Brown

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Deutsche Banc Alex. Brown
 Deutsche Bank Securities, Inc.
 One South Street
 Baltimore, MD 21202

June 9, 2000

Board of Directors
 CORAM HEALTHCARE CORPORATION
 1125 Seventeenth Street, Suite 2100
 Denver, CO 80202

ATTN: Mr. Daniel D. Crowley
 Chairman of the Board

Lady and Gentlemen:

Deutsche Bank Securities Inc. ("Deutsche Bank") has acted as financial advisor to Coram Healthcare Corporation (the "Company") in connection with the sale of the mail order services business and pharmacy benefit management services business (collectively, the "Business") of Curaflex Health Services, Inc., a wholly owned subsidiary of the Company (the "Subsidiary"), to Curascript Pharmacy, Inc. and Curascript PBM Services, Inc., (collectively, the "Buyer") pursuant to the Asset Purchase Agreement, dated as of June 9, 2000 by and among the Subsidiary, the Company, the buyer and GTCR Fund VI (the "Agreement").

As set forth more fully in the Agreement, the Buyer will purchase substantially all the assets used in the Business from the Subsidiary and the Buyer will assume substantially all the liabilities relating to the Business, other than certain excluded liabilities, for a purchase price of \$41,300,000, in cash less the amount of certain liabilities to employees to be assumed by the Buyer (the "Consideration").

You have requested Deutsche Bank's opinion, as investment bankers, as to the fairness, from a financial point of view, to the Company of the Consideration to be received by the Subsidiary in connection with the Transaction.

In connection with Deutsche Bank's role as financial advisor to the Company, and in arriving at its opinion, Deutsche Bank has reviewed certain financial and other information concerning the Business and certain internal analyses furnished to it by the Company and Subsidiary. Deutsche Bank has also held discussions with members of the senior management of the Company and Subsidiary regarding the business and prospects of the Business. In addition, Deutsche Bank has (i) compared certain financial information for the Subsidiary with similar information for certain other companies whose securities are publicly traded, (ii) reviewed the financial terms of certain recent business combinations which it deemed comparable in whole or in part, (iii) reviewed the terms of the Agreement and certain related documents, and (iv) performed such other studies and analyses and considered such other factors as it deemed appropriate.

EXHIBIT

Morrison 17
 CW 3/24/07

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Deutsche Bank 

Deutsche Bank Alex Brown

CORAM HEALTHCARE CORPORATION
 June 9, 2000
 Page 2

Deutsche Bank has not assumed responsibility for independent verification of, and has not independently verified any information furnished to it, concerning the Business, including, without limitation, any financial information, forecasts or projections considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, Deutsche Bank has assumed and relied upon the accuracy and completeness of all such information and Deutsche Bank has not conducted a physical inspection of any of the properties or assets, and has not prepared or obtained any independent evaluation or appraisal of any of the assets or liabilities, of the Business. With respect to the financial forecasts and projections made available to Deutsche Bank and used in its analyses, Deutsche Bank has assumed that they have been reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of the Company and Subsidiary as to the matters covered thereby. In rendering its opinion, Deutsche Bank expresses no view as to the reasonableness of such forecasts and projections or the assumptions on which they are based. Deutsche Bank's opinion is necessarily based upon economic, market and other conditions as in effect on, and the information made available to it as of, the date hereof.

For purposes of rendering its opinion, Deutsche Bank has assumed that, in all respects material to its analysis, the representations and warranties of the Subsidiary contained in the Agreement are true and correct.

This opinion is addressed to, and is for the use and benefit of, the Board of Directors of the Company. This opinion is limited to the fairness, from a financial point of view, to the Company of the Consideration to be received by the Subsidiary in connection with the Transaction, and Deutsche Bank expresses no opinion as to the merits of the underlying decision by the Company and the Subsidiary to engage in the Transaction.

Deutsche Bank will be paid a fee for its services as financial advisor to the Company in connection with the Transaction. We are an affiliate of Deutsche Bank AG (together with its affiliates, the "DB Group"). In the ordinary course of business, members of the DB Group may actively trade in the securities and other instruments and obligations of the Company for their own accounts and for the accounts of their customers, or have other business dealings with GTCR Fund VI, LP or other GTCR affiliates. Accordingly, the DB Group may at any time hold a long or short position in such securities, instruments and obligations of the Company, or have other pending business with GTCR Fund VI, LP or other GTCR affiliates.

Based upon and subject to the foregoing, it is Deutsche Bank's opinion as investment bankers that the Consideration to be received by the Subsidiary in connection with the Transaction is fair, from a financial point of view, to the Company. 

Very truly yours,

Deutsche Bank Securities Inc.
 DEUTSCHE BANK SECURITIES INC.

COR-EQTY 0011169

** TOTAL PAGE. 03 **

** TOTAL PAGE. 04 **

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CONFORMED SUBMISSION TYPE: SC 13D/A

PUBLIC DOCUMENT COUNT: 3

FILED AS OF DATE: 20000727

GROUP MEMBERS: AEOW '96, L.L.C.

GROUP MEMBERS: ANDREW BLANK

GROUP MEMBERS: BEDFORD OAK ADVISORS, L.L.C.

GROUP MEMBERS: BEDFORD OAK PARTNERS, L.P.

GROUP MEMBERS: BERNARD OSHER

GROUP MEMBERS: BERNARD OSHER TRUST UTA DATED 3-8-88

GROUP MEMBERS: F. PHILIP HANDY

GROUP MEMBERS: HARRY HELLER FALK

GROUP MEMBERS: HARVEY P. EISEN

GROUP MEMBERS: HELLER FAMILY LIMITED PARTNERSHIP

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GROUP MEMBERS: RHH COMPANY

GROUP MEMBERS: RICHARD L. HAYDON

GROUP MEMBERS: SAMSTOCK, L.L.C.

GROUP MEMBERS: SCOTT DALTON

GROUP MEMBERS: WILL K. WEINSTEIN

GROUP MEMBERS: WILL K. WEINSTEIN REVOCABLE TRUST UTA DATED 2/27/90

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: CORAM HEALTHCARE CORP

CENTRAL INDEX KEY: 0000924174

STANDARD INDUSTRIAL CLASSIFICATION: [8082]

IRS NUMBER: 330615337

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

</COMPANY-DATA>

FILING VALUES:

FORM TYPE: SC 13D/A

SEC ACT:

SEC FILE NUMBER: 005-43605

FILM NUMBER: 680237

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DEP. EXH. #

Date: 3/22/07

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BUSINESS ADDRESS:
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 CITY: DENVER
 STATE: CO
 ZIP: 80202
 BUSINESS PHONE: 3032924973
 </BUSINESS-ADDRESS>

MAIL ADDRESS:
 STREET 1: ONE LAKESHORE CENTRE
 STREET 2: 3281 GUASTI ROAD SUI
 CITY: ONTARIO
 STATE: CA
 ZIP: 91761
 </MAIL-ADDRESS>
 </SUBJECT-COMPANY>

FILED BY:

COMPANY DATA:
 COMPANY CONFORMED NAME:
 CENTRAL INDEX KEY:
 STANDARD INDUSTRIAL CLASSIFI
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 FORM TYPE:
 </FILING-VALUES>

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(AMENDMENT NO. 1)*

Coram Healthcare Corp.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

218103109

(CUSIP Number)

Richard F. Levy, Esq.
Altheimer & Gray
10 South Wacker Drive
Chicago, Illinois 60606
(312) 715-4600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

JULY 25, 2000

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition which is the subject of this Schedule 13D, and is filing this
Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box. //

NOTE: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. SEE Rule 13d-7(b) for other
parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934, as amended ("Act"), or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, SEE the NOTES).

CUSIP No. 218103109

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Page 2 of 39 Pages

1. NAME OF REPORTING PERSON

IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Ann & Robert H. Lurie Foundation (f/k/a Ann & Robert H. Lurie Family Foundation)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Illinois

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 3,999,900

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 3,999,900

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

3,999,900

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.1% (1)

14. TYPE OF REPORTING PERSON: OO (Illinois not-for-profit corporation)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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<PAGE>

CUSIP No. 218103109

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Mark Slezak

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

7. SOLE VOTING POWER: 606,000

8. SHARED VOTING POWER: -0-

WITH

9. SOLE DISPOSITIVE POWER: 606,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

606,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: //

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.2% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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<PAGE>

CUSIP No. 218103109

13D

Page 4 of 39 Pages

1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Samstock, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) //
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 450,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 450,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 450,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.9% (1)

14. TYPE OF REPORTING PERSON: OO (Delaware limited liability company)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jeanmaire Weinstein

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable.

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 450,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 450,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

450,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.9% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jackson Square. Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: California

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 1,965,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 1,965,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: OO (a California limited partnership)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jackson Square Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: California

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER: 1,965,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 1,965,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: //

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: OO (a California limited liability company)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS. (ENTITIES ONLY):

Will K. Weinstein Revocable Trust UTA dated 2-27-90

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) //
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: California

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 2,015,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 2,015,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,015,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.1% (1)

14. TYPE OF REPORTING PERSON: OO (a California revocable trust)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Will K. Weinstein

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /x/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 2,015,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 2,015,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,015,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.1% (1)

14. TYPE OF REPORTING PERSON: IA

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON

IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Peter Imber

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 1,965,000

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9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 1,965,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Scott Dalton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): //

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 1,965,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 1,965,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: //

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Michiko D. Baldridge

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) / X /

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 1,965,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 1,965,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jerome Blank

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 400,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 400,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

400,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.8% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

AEOW '96, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable